

EXHIBIT C TO MOTION

Form of Dismissal Order with Prejudice

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

TRONOX INCORPORATED, TRONOX
WORLDWIDE LLC f/k/a Kerr-McGee Chemical
Worldwide LLC, and TRONOX LLC f/k/a Kerr-
McGee Chemical LLC,

Plaintiffs,

v.

KERR-MCGEE CORPORATION, KERR-MCGEE
OIL & GAS CORPORATION, KERR-MCGEE
WORLDWIDE CORPORATION, KERR-MCGEE
INVESTMENT CORPORATION, KERR-MCGEE
CREDIT LLC, KERR-MCGEE SHARED SERVICES
COMPANY LLC, and KERR-MCGEE STORED
POWER COMPANY LLC,

Defendants.

THE UNITED STATES OF AMERICA,

Plaintiff-Intervenor,

v.

TRONOX, INC., TRONOX WORLDWIDE LLC,
TRONOX LLC, KERR-MCGEE CORPORATION,
and ANADARKO PETROLEUM CORPORATION,

Defendants.

Case No. _____

Adv. Pro. No. 09-01198 (ALG)

ORDER OF DISMISSAL OF ADVERSARY PROCEEDING

The Court having found that the parties stipulated and agreed to dismissal of the above-captioned adversary proceeding with prejudice and the case having been fully compromised and settled, in accordance with the April 3, 2014 Settlement Agreement between Plaintiff the Anadarko Litigation Trust, Defendants, and Plaintiff-Intervenor the United States, which was approved by the United States District Court for the Southern District of New York on [], [Dkt.

No. _], the above-captioned adversary proceeding is hereby **DISMISSED** with prejudice. Each party shall bear its own costs and fees.

SO ORDERED this ____ day of _____, 2014

HONORABLE [_____]
UNITED STATES DISTRICT JUDGE